

Mr

# Return of Private Foundation

OMB No 1545-0052

**2003**

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation  
Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2003, or tax year beginning **12/01**, 2003, and ending **11/30/2004**  
G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization <b>THE ANSCHUTZ FOUNDATION</b>		A Employer identification number <b>74-2316617</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>1727 TREMONT PLACE</b>		B Telephone number (see page 10 of the instructions) <b>(303) 308-8220</b>
	City or town, state, and ZIP code <b>DENVER, CO 80202</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 467,692,980.</b>			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B	26,791,279.	STMT 1		
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	342,376.	342,376.		STMT 2
	4 Dividends and interest from securities	6,003,390.	6,003,390.		STMT 3
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain or (loss) from sale of assets not on line 10	13,087,891.			
	b Gross sales price for all assets on line 6a <b>255,995,771.</b>				
	7 Capital gain net income (from Part IV, line 2)		13,087,891.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	177,988.	177,988.		STMT 4
	12 Total. Add lines 1 through 11	46,402,924.	19,611,645.		
	13 Compensation of officers, directors, trustees, etc.	228,959.	22,896.		206,063.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) <b>STMT 5</b>	1,149.	NONE	NONE	1,149.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) <b>STMT 6</b>	1,105,574.	1,099,002.		6,573.
	17 Interest				
	18 Taxes (attach schedule) (see page 13 of the instructions)	** 169,527.	155,966.		13,561.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	352.			352.
	23 Other expenses (attach schedule) <b>STMT 8</b>	291,640.	278,757.		12,883.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,797,201.	1,556,621.	NONE	240,581.
	25 Contributions, gifts, grants paid	18,909,643.			18,909,643.
	26 Total expenses and disbursements. Add lines 24 and 25	20,706,844.	1,556,621.	NONE	19,150,224.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	25,696,080.			
	b Net investment income (if negative, enter -0-)		18,055,024.		
	c Adjusted net income (if negative, enter -0-)				

INTERNAL REVENUE SERVICE  
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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	24,474,231.	22,738,937.	22,738,937.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . . STMT 9	229,975.	118,492.	118,492.
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 10	251,235,236.	354,821,342.	414,613,505.
	c Investments - corporate bonds (attach schedule) STMT 11	88,718,131.	22,437,401.	22,969,885.
	11 Investments - land, buildings, and equipment basis ▶	21,558.		
Less accumulated depreciation (attach schedule) ▶	21,558.			
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . STMT 12	14,466,019.	4,023,425.	7,252,161.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I) . . . . .	379,123,592.	404,139,597.	467,692,980.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg. and equipment fund . . . . .	335,154,472.	361,945,751.	
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	43,969,120.	42,193,846.	
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	379,123,592.	404,139,597.	
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	379,123,592.	404,139,597.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	379,123,592.
2 Enter amount from Part I, line 27a . . . . .	2	25,696,080.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	404,819,672.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	680,075.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	404,139,597.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
2 Capital gain net income or (net capital loss) . . . . .			2	13,087,891.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . . . .				3	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No  
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see page 17 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2002	20,810,250.	383,659,182.	0.05424150125
2001	23,240,723.	407,387,867.	0.05704814719
2000	24,198,744.	495,457,846.	0.04884117629
1999	13,887,070.	510,046,626.	0.02722705983
1998	5,198,646.	283,461,891.	0.01833984096
<b>2 Total of line 1, column (d) . . . . .</b>			2 0.20569772552
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .</b>			3 0.04113954510
<b>4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5 . . . . .</b>			4 439,911,077.
<b>5 Multiply line 4 by line 3 . . . . .</b>			5 18,097,742.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			6 180,550.
<b>7 Add lines 5 and 6 . . . . .</b>			7 18,278,292.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b>			8 19,150,224.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 17.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	180,550.
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	180,550.
3	Add lines 1 and 2	4	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	180,550.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		
6	<b>Credits/Payments</b>		
a	2003 estimated tax payments and 2002 overpayment credited to 2003	6a	338,492.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d	7	338,492.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	157,942.
11	Enter the amount of line 10 to be <b>Credited to 2004 estimated tax</b> 157,942. <b>Refunded</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 18 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization \$ _____ (2) On organization managers \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ _____		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) COLORADO		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses **	X	
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address N/A	X	
12 The books are in care of THE ANSCHUTZ CORPORATION Telephone no 303-298-1000 Located at 555 17TH ST, SUITE 2400, DENVER, CO ZIP+4 80202		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 13		

**Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
<b>1 a</b> During the year did the organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? . . . . .	<b>1b</b>	<b>X</b>
Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input type="checkbox"/>	
<b>c</b> Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2003? . . . . .	<b>1c</b>	<b>X</b>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b> At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years . . . . .		
<b>b</b> Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 19 of the instructions) . . . . .	<b>2b</b>	<b>N/A</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here . . . . .		
<b>3 a</b> Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If "Yes," did it have excess business holdings in 2003 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2003) . . . . .	<b>3b</b>	<b>N/A</b>
<b>4 a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b>	<b>X</b>
<b>b</b> Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2003? . . . . .	<b>4b</b>	<b>X</b>
<b>5 a</b> During the year did the organization pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .	<b>5b</b>	<b>X</b>
Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input type="checkbox"/>	
<b>c</b> If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
<b>6 a</b> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<b>6b</b>	<b>X</b>
If you answered "Yes" to 6b, also file Form 8870		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		228,959.	NONE	NONE

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 . . . . . **NONE****3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services . . . . . **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See page 21 of the instructions		
3	NONE	
<b>Total.</b> Add lines 1 through 3		

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 21 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	416,382,979.
b	Average of monthly cash balances	1b	30,015,856.
c	Fair market value of all other assets (see page 22 of the instructions)	1c	211,395.
d	<b>Total</b> (add lines 1a, b, and c)	1d	446,610,230.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	446,610,230.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	6,699,153.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	439,911,077.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	21,995,554.

**Part XI Distributable Amount** (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	21,995,554.
2a	Tax on investment income for 2003 from Part VI, line 5	2a	180,550.
b	Income tax for 2003 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	180,550.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,815,004.
4a	Recoveries of amounts treated as qualifying distributions	4a	NONE
b	Income distributions from section 4947(a)(2) trusts	4b	
c	Add lines 4a and 4b	4c	NONE
5	Add lines 3 and 4c	5	21,815,004.
6	Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,815,004.

**Part XII Qualifying Distributions** (see page 23 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	19,150,224.
b	Program-related investments - Total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,150,224.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	180,550.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	18,969,674.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
<b>1</b> Distributable amount for 2003 from Part XI, line 7 . . . . .				<b>21,815,004.</b>
<b>2</b> Undistributed income, if any, as of the end of 2002				
<b>a</b> Enter amount for 2002 only . . . . .			<b>16,713,348.</b>	
<b>b</b> Total for prior years . . . . .		<b>NONE</b>		
<b>3</b> Excess distributions carryover, if any, to 2003				
<b>a</b> From 1998 . . . . .	<b>NONE</b>			
<b>b</b> From 1999 . . . . .	<b>NONE</b>			
<b>c</b> From 2000 . . . . .	<b>NONE</b>			
<b>d</b> From 2001 . . . . .	<b>NONE</b>			
<b>e</b> From 2002 . . . . .	<b>NONE</b>			
<b>f</b> Total of lines 3a through e . . . . .	<b>NONE</b>			
<b>4</b> Qualifying distributions for 2003 from Part XII, line 4 ▶ \$ <b>19,150,224.</b>				
<b>a</b> Applied to 2002, but not more than line 2a . . . . .			<b>16,713,348.</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 24 of the instructions) . . . . .		<b>NONE</b>		
<b>c</b> Treated as distributions out of corpus (Election required - see page 24 of the instructions) . . . . .	<b>NONE</b>			
<b>d</b> Applied to 2003 distributable amount. . . . .				<b>2,436,876.</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>NONE</b>			
<b>5</b> Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a) )	<b>NONE</b>			<b>NONE</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>NONE</b>			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		<b>NONE</b>		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		<b>NONE</b>		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions . . . . .		<b>NONE</b>		
<b>e</b> Undistributed income for 2002 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions . . . . .				
<b>f</b> Undistributed income for 2003 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004 . . . . .				<b>19,378,128.</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions) . . . . .	<b>NONE</b>			
<b>8</b> Excess distributions carryover from 1998 not applied on line 5 or line 7 (see page 25 of the instructions) . . . . .	<b>NONE</b>			
<b>9</b> Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a . . . . .	<b>NONE</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 1999 . . . . .	<b>NONE</b>			
<b>b</b> Excess from 2000 . . . . .	<b>NONE</b>			
<b>c</b> Excess from 2001 . . . . .	<b>NONE</b>			
<b>d</b> Excess from 2002 . . . . .	<b>NONE</b>			
<b>e</b> Excess from 2003 . . . . .	<b>NONE</b>			



**Part XIV Private Operating Foundations** (see page 25 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling . . . . . **▶**

**b** Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here **▶** ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 17

**b** The form in which applications should be submitted and information and materials they should include

SEE ATTACHED SCHEDULE

**c** Any submission deadlines

SEE ATTACHED SCHEDULE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED SCHEDULE

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b> <b>SEE ATTACHED SCHEDULE</b>				<b>18,909,643.</b>
<b>Total . . . . .</b>			<b>▶ 3a</b>	<b>18,909,643.</b>
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	



**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

[illegible]

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>			
<p><i>Mark Jay Kelson</i></p>		<p>10/14/2005</p>	<p>EXECUTIVE DIRECTOR</p>
<p>Signature of officer or trustee</p>		<p>Date</p>	<p>Title</p>
<p><b>Sign Here</b></p> <p><b>Paid Preparer's Use Only</b></p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>	<p>EIN</p>	<p>Preparer's SSN or PTIN (See <b>Signature</b> on page 28 of the instructions)</p>
		<p>Phone no</p>	

**Schedule B**

(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Supplementary Information for  
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

**2003**

Name of organization

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule - see instructions.)

**General Rule -**

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules -**

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) . . . . . ► \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions  
for Form 990 and Form 990-EZ.

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

If a section 501(c)(7), (8), or (10) organization received contributions or bequests for use exclusively for religious, charitable, etc., purposes (sections 170(c)(4), 2055(a)(3), or 2522(a)(3)) -

List in Part I each contributor whose contributions total more than \$1,000 during the year that were for a religious, charitable, etc., purpose. To determine the \$1,000, aggregate all of a contributor's gifts for the year (regardless of amount). For a noncash contribution, complete Part II.

All section 501(c)(7), (8), or (10) organizations that received **any** charitable contributions and listed **any** charitable contributors on Part I must also complete Part III.

If a section 501(c)(7), (8), or (10) organization received charitable gifts, but is not required to list **any** charitable contributors on Part I, check the box on line **A** at the top of Schedule B (Form 990 or 990-EZ) and enter the amount of charitable contributions received in the space provided. The organization need not complete and attach Part III.

## Specific Instructions

**Note:** You may duplicate Parts I, II, and III if more copies are needed. Number each page of each Part.

**Part I.** In column (a), identify the first contributor listed as no. 1 and the second contributor as no. 2, etc. Number consecutively. Show the contributor's name, address, aggregate contributions for the year, and the type of contribution (e.g., whether an individual, payroll, or noncash contribution). Report payroll contributions by listing the employer's name, address, and total amount given (unless an employee gave enough to be listed individually).

**Part II.** In column (a), show the number that corresponds to the contributor's number in Part I. Describe the noncash contribution fully. Report on property with readily determinable market value (i.e., market quotations for securities) by listing its fair market value (FMV). For marketable securities registered and listed on a recognized securities exchange, measure market value by the average of the highest and lowest quoted selling prices (or the average between the bona fide bid and asked prices) on the contribution date. See Regulations section 20.2031-2 to determine the value of contributed stocks and bonds. When market value cannot be readily determined, use an appraised or estimated value. To determine the amount of a noncash contribution that is subject to an outstanding debt, subtract the debt from the property's fair market value.

**Part III.** Section 501(c)(7), (8), or (10) organizations that received contributions or bequests for use exclusively for religious, charitable, etc., purposes must complete Parts I through III for those persons whose gifts totaled more than \$1,000 during the year. Show also, in the heading of Part III, total gifts that were \$1,000 or less and were for a religious, charitable, etc., purpose. *Complete this information only on the first Part III page.*

If an amount is set aside for a religious, charitable, etc., purpose, show in column (d) how the amount is held (e.g., whether it is mingled with amounts held for other purposes). If the organization transferred the gift to another organization, show the name and address of the transferee organization in column (e) and explain the relationship between the two organizations.

Name of organization **THE ANSCHUTZ FOUNDATION**

Employer identification number

**74-2316617****Part I Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<b>ANSCHUTZ CHARITABLE LEAD ANNUITY TRUST</b>  <b>1727 TREMONT PLACE</b>  <b>DENVER, CO 80202</b>	26,791,279.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

74-2316617

## Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	6,230,530 SHARES OF QWEST STOCK _____ _____ _____	_____  26,791,279.	02/19/2004 _____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____  _____	_____  _____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____  _____	_____  _____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____  _____	_____  _____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____  _____	_____  _____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____  _____	_____  _____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____  _____	_____  _____



WSW 1996 BUYOUT FUND, L.P.  
EIN: 13-3867655  
SCHEDULE K-1 SUPPORTING SCHEDULE FORM 8621  
FYE: DECEMBER 31, 2003

Partner Number: 81

Partner Name THE ANSCHUTZ FOUNDATION

Partner EIN/SS# 742-31-6617

Note (1)

Note (2)

Note (3)

Name & Address of PFIC

Line 1a

Line 2a

Line 3b

PHARBIL BETEILIGUNGSGESELLSCHAFT  
MBH-C/O CREDIT SUISSE FIRST BOSTON  
NIEDER LASSUNG FRANKFURT, MAIN TOWER  
NEUE MAINZERE LANDSTR , 52, 60311  
FRANKFURT/MAIN  
PFIC EIN: N/A  
TAX YEAR. 01/01/2003 - 12/31/2003

NONE

NONE

NONE

NOTES:

(1) These amounts are included in Dividend Income on lines 4b and 7 of your Schedule K-1

(2) These amounts are included in Net Long-Term Capital Gains (Loss) on lines 4e and 7 of your Schedule K-1.

These amounts represent the cash & fair market value of other property distributed or deemed distributed from the above QEF's.

(4) Each of the PFIC's listed above will permit its shareholder's to inspect and copy the permanent books of account, records and such other documents maintained by the PFIC that are necessary to establish that the PFIC's ordinary earnings and net capital gains, as provided in §1293(e) of the U.S. Internal Revenue Code are computed in accordance with U.S. income tax principles.

# Capital Gains and Losses

OMB No 1545-0092

2003

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

Employer identification number

THE ANSCHUTZ FOUNDATION

74-2316617

Note: Form 5227 filers need to complete **only** Parts I and II.

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 32)	(f) Gain or (Loss) for the entire year (col (d) less col (e))	(g) Post-May 5 gain or (loss)* (see below)
1						
SEE STATEMENT 1			7,294,215.	7,796,007.	-501,075.	-122,279.
2						
3						
4						
5a						-122,279.
5b					-501,075.	

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 32)	(f) Gain or (Loss) for the entire year (col (d) less col (e))	(g) Post-May 5 gain or (loss)* (see below)
6						
SEE STATEMENT 3			248,701,556.	234,373,296.	13,588,966.	
7						
8						
9						
10						
11						
12						
13					13,588,966.	

\*Include in col. (g) all gains and losses from col. (f) from sales, exchanges, or conversions (including installment payments received) after May 5, 2003. However, do not include gain attributable to unrecaptured section 1250 gain or 28% rate gain or loss (see instr.).

## Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see page 33)	(2) Estate's or trust's	(3) Total
14a Net short-term gain or (loss) (for the entire year)			-501,075.
b(1) Net short-term gain (post-May 5, 2003)			
b(2) Net short-term loss (post-May 5, 2003)			
15a Net long-term gain or (loss) (for the entire year)			13,588,966.
b Net long-term gain (post-May 5, 2003)			
c Qualified 5-year gain			
d Unrecaptured section 1250 gain (see line 18 of the worksheet on page 34)			
e 28% rate gain or (loss)			
16a Total net gain or (loss). Combine lines 14a and 15a			13,087,891.
b Combine lines 14b(2) and 15b. If zero or less, enter -0-			

Note: If line 16a, column (3), is a net gain, enter the gain on Form 1041, line 4. If lines 15a and 16a, column (2), are net gains, go to Part V, and do not complete Part IV. If line 16a, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2003

**Part IV Capital Loss Limitation****17** Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of:**a** The loss on line 16a, column (3) or**b** \$3,000**17** ( )*If the loss on line 16a, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 36 of the instructions to determine your capital loss carryover***Part V Tax Computation Using Maximum Capital Gains Rates** (Complete this part **only** if both lines 15a and 16a in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22 is more than zero.)**Note:** If line 15d, column (2) or line 15e, column (2) is more than zero, complete the worksheet on page 37 of the instructions and skip Part V. Otherwise, go to line 18.

<b>18</b>	Enter taxable income from Form 1041, line 22	<b>18</b>		
<b>19</b>	Enter the <b>smaller</b> of line 15a or 16a in column (2) but not less than zero	<b>19</b>		
<b>20</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2)	<b>20</b>		
<b>21</b>	Add lines 19 and 20	<b>21</b>		
<b>22</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	<b>22</b>		
<b>23</b>	Subtract line 22 from line 21. If zero or less, enter -0-	<b>23</b>		
<b>24</b>	Subtract line 23 from line 18. If zero or less, enter -0-	<b>24</b>		
<b>25</b>	Enter the <b>smaller</b> of the amount on line 18 or \$1,900 If line 24 is more than line 25, skip lines 26-36 and go to line 37.	<b>25</b>		
<b>26</b>	Enter the amount from line 24	<b>26</b>		
<b>27</b>	Subtract line 26 from line 25. If zero or less, enter -0- and go to line 37	<b>27</b>		
<b>28</b>	Add lines 16b, col. (2) and 20*	<b>28</b>		
<b>29</b>	Enter the <b>smaller</b> of line 27 or line 28	<b>29</b>		
<b>30</b>	Multiply line 29 by 5% (.05) If lines 27 and 29 are the same, skip lines 31-36 and go to line 37.	<b>30</b>		
<b>31</b>	Subtract line 29 from line 27	<b>31</b>		
<b>32</b>	Enter the amount, if any, from line 15c, column (2)	<b>32</b>		
<b>33</b>	Enter the <b>smaller</b> of line 31 or line 32	<b>33</b>		
<b>34</b>	Multiply line 33 by 8% (.08)	<b>34</b>		
<b>35</b>	Subtract line 33 from line 31	<b>35</b>		
<b>36</b>	Multiply line 35 by 10% (.10) If the amounts on lines 23 and 27 are the same, skip lines 37 through 46 and go to line 47.	<b>36</b>		
<b>37</b>	Enter the <b>smaller</b> of line 18 or line 23	<b>37</b>		
<b>38</b>	Enter the amount, if any, from line 27	<b>38</b>		
<b>39</b>	Subtract line 38 from line 37	<b>39</b>		
<b>40</b>	Add lines 16b, col. (2) and 20*	<b>40</b>		
<b>41</b>	Enter the amount from line 29 (if line 29 is blank, enter -0-)	<b>41</b>		
<b>42</b>	Subtract line 41 from line 40	<b>42</b>		
<b>43</b>	Enter the <b>smaller</b> of line 39 or line 42	<b>43</b>		
<b>44</b>	Multiply line 43 by 15% (.15)	<b>44</b>		
<b>45</b>	Subtract line 43 from line 39	<b>45</b>		
<b>46</b>	Multiply line 45 by 20% (.20)	<b>46</b>		
<b>47</b>	Figure the tax on the amount on line 24. Use the 2003 Tax Rate Schedule on page 21 of the instructions	<b>47</b>		NONE
<b>48</b>	Add lines 30, 34, 36, 44, 46, and 47	<b>48</b>		NONE
<b>49</b>	Figure the tax on the amount on line 18. Use the 2003 Tax Rate Schedule on page 21 of the instructions	<b>49</b>		
<b>50</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 48 or line 49 here and on line 1a of Schedule G, Form 1041	<b>50</b>		

\* If lines 20 and 22 are more than zero, see Lines 28 and 40 on page 36 for the amount to enter

Schedule D (Form 1041) 2003

**THE ANSCHUTZ FOUNDATION**  
Schedule D Detail of Short-term Capital Gains and Losses

74-2316617

[illegible]

THE ANSCHUTZ FOUNDATION  
Schedule D Detail of Long-term Capital Gains and Losses

74-2316617

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>PRE-MAY 6TH CAPITAL GAINS (LOSSES)</b>					
STOCK HELD BY SSB/INVESCO NAM	VARIOUS	VARIOUS	33,762,264.	34,147,863.	-385,599.
STOCK HELD BY SSB/KAYNE ANDERSON	VARIOUS	VARIOUS	6,314,179.	4,553,318.	1,760,861.
STOCK HELD BY SSB/LAZARD INTL	VARIOUS	VARIOUS	35,015,137.	30,008,585.	5,006,552.
STOCK HELD BY SSB/LORD ABBET	VARIOUS	VARIOUS	22,413,546.	18,873,364.	3,540,182.
STOCK HELD BY SSB/MONTAG & CALDWELL	VARIOUS	VARIOUS	10,228,698.	9,620,138.	608,560.
STOCK HELD BY SSB/PRIVATE CAPITAL MGMT	VARIOUS	VARIOUS	1,231,610.	777,044.	454,566.
STOCK HELD BY SSB	VARIOUS	VARIOUS	2,200,000.	2,197,977.	2,023.
BONDS HELD BY MACKAY SHIELDS	VARIOUS	VARIOUS	24,200,189.	22,714,962.	1,485,227.
BONDS HELD BY METROPOLITAN WEST ASSET MANAGEMENT	VARIOUS	VARIOUS	73,675,345.	71,091,696.	2,583,649.
BONDS HELD BY TCW HIGH YIELD BOND FUND	VARIOUS	VARIOUS	39,660,588.	40,382,492.	-721,904.
EBONDTRADE.COM	VARIOUS	VARIOUS		5,857.	-5,857.
LONG-TERM CAP LOSS FROM PASS THROUGH ENTITIES	VARIOUS	VARIOUS			-739,294.
<b>TOTAL PRE-MAY 6TH CAPITAL GAINS (LOSSES)</b>			<b>248701556.</b>	<b>234373296.</b>	<b>13,588,966.</b>
<b>CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES</b>					
STOCK HELD BY SSB/INVESCO NAM	VARIOUS	VARIOUS	33,762,264.	34,147,863.	-385,599.
STOCK HELD BY SSB/KAYNE ANDERSON	VARIOUS	VARIOUS	6,314,179.	4,553,318.	1,760,861.
STOCK HELD BY SSB/LAZARD INTL	VARIOUS	VARIOUS	35,015,137.	30,008,585.	5,006,552.
STOCK HELD BY SSB/LORD ABBET	VARIOUS	VARIOUS	22,413,546.	18,873,364.	3,540,182.
STOCK HELD BY SSB/MONTAG & CALDWELL	VARIOUS	VARIOUS	10,228,698.	9,620,138.	608,560.
STOCK HELD BY SSB/PRIVATE CAPITAL MGMT	VARIOUS	VARIOUS	1,231,610.	777,044.	454,566.
STOCK HELD BY SSB	VARIOUS	VARIOUS	2,200,000.	2,197,977.	2,023.
BONDS HELD BY MACKAY SHIELDS	VARIOUS	VARIOUS	24,200,189.	22,714,962.	1,485,227.
BONDS HELD BY METROPOLITAN WEST ASSET MANAGEMENT	VARIOUS	VARIOUS	73,675,345.	71,091,696.	2,583,649.
BONDS HELD BY TCW HIGH YIELD BOND FUND	VARIOUS	VARIOUS	39,660,588.	40,382,492.	-721,904.
EBONDTRADE.COM	VARIOUS	VARIOUS		5,857.	-5,857.
LONG-TERM CAP LOSS FROM PASS THROUGH ENTITIES					
<b>Totals</b>					

74-2316617

JSA

## FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

=====

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
ANSCHUTZ CHARITABLE LEAD ANNUITY TRUST 1727 TREMONT PLACE DENVER, CO 80202	02/19/2004	26,791,279.
TOTAL CONTRIBUTION AMOUNTS		----- 26,791,279. =====

## FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US BANK	304,233.	304,233.
PEQUOT PRIVATE EQUITY FUND	3,448.	3,448.
SOROS PRIVATE EQUITY FUND	18,332.	18,332.
WSW 1996 BUYOUT FUND LP	16,363.	16,363.
 TOTAL	 ----- 342,376.	 ----- 342,376.
	=====	=====



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESCO NET ASSET MANAGEMENT	304,734.	304,734.
SSB/KAYNE ANDERSON	308,536.	308,536.
SSB/LAZARD	247,721.	247,721.
SSB/LORD ABBETT	1,100,256.	1,100,256.
MACKAY SHIELDS FINANCIAL CORP	31,477.	31,477.
METROPOLITAN WEST ASSET MANAGEMENT	2,117,268.	2,117,268.
SSB/MONTAG & CALDWELL	1,327,976.	1,327,976.
SSB/NEWGATE LLP	142,896.	142,896.
PRIVATE CAPITAL MANAGEMENT	134,511.	134,511.
SOLOMON SMITH BARNEY	235,187.	235,187.
SSB/SNOW CAPITAL MANAGEMENT	39,011.	39,011.
TCW ASSET MANAGEMENT	13,817.	13,817.
	-----	-----
TOTAL	6,003,390.	6,003,390.
	=====	=====

## FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MISCELLANEOUS INCOME	42,131.	42,131.
ROYALTY INCOME	84,060.	84,060.
FROM PASS THROUGH ENTITIES	51,797.	51,797.
	-----	-----
TOTALS	177,988.	177,988.
	=====	=====

## FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL	1,149.			1,149.
	-----	-----	-----	-----
TOTALS	1,149.	NONE	NONE	1,149.
	=====	=====	=====	=====

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MANAGEMENT AND CONSULTING SERV	1,105,574.	1,099,002.	6,573.
	-----	-----	-----
TOTALS	1,105,574.	1,099,002.	6,573.
	=====	=====	=====

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY TAXES	199.	20.	179.
PAYROLL TAXES	14,779.	1,478.	13,301.
FOREIGN TAXES WITHHELD	42,985.	42,985.	
FEDERAL INCOME TAX ON INVSTMT	111,483.	111,483.	
OTHER BUSINESS TAXES	81.		81.
	-----	-----	-----
TOTALS	169,527.	155,966.	13,561.
	=====	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INSURANCE	104.		104.
MAINTENANCE	2,519.		2,519.
OFFICE SUPPLIES	1,158.		1,158.
TELEPHONE	745.	75.	670.
OTHER MISCELLANEOUS EXPENSES	9,124.	692.	8,432.
FROM PASS THROUGH ENTITIES	277,990.	277,990.	
	-----	-----	-----
TOTALS	291,640.	278,757.	12,883.
	=====	=====	=====

## FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PREPAID FEDERAL TAXES	118,492.	118,492.
	-----	-----
TOTALS	118,492.	118,492.
	=====	=====

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY GOLDEN TREE	10,000,000.	12,393,757.
HELD BY SSB/INVESCO-NAM	NONE	NONE
HELD BY IRONWOOD INT'L	28,471,848.	31,621,140.
HELD BY JULIUS BAER	35,343,874.	38,692,535.
HELD BY SSB/KAYNE ANDERSON	39,467,009.	61,115,443.
HELD BY SSB/LAZARD	NONE	NONE
HELD BY LIGHTHOUSE DIVERSIFIED	28,471,848.	30,236,455.
HELD BY SSB/LORD ABBETT	62,565,088.	75,686,355.
HELD BY SSB/MONTAG & CALDWELL	15,771,570.	17,213,057.
HELD BY NEWGATE LLP	9,094,678.	9,482,034.
HELD BY PIMCO3	20,000,000.	21,589,590.
HELD BY PRIVATE CAP MGMT	8,938,858.	11,273,908.
QWEST	26,791,279.	24,922,120.
HELD BY SNOW CAPITAL MGMT	12,626,573.	13,706,727.
HELD BY TAHOMA INT'L	57,278,717.	66,680,384.
	-----	-----
TOTALS	354,821,342.	414,613,505.
	=====	=====



## FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY SSB/MCKAY SHIELDS	22,437,401.	22,969,885.
HELD BY SSB/METROPOLITAN WEST	NONE	NONE
HELD BY SSB/TCW	NONE	NONE
	-----	-----
TOTALS	22,437,401.	22,969,885.
	=====	=====

## FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PASS THROUGH ENTITIES	4,023,425.	7,252,161.
EBONDTRADE.COM	NONE	NONE
	-----	-----
TOTALS	4,023,425.	7,252,161.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

PY BOOK/TAX DIFFERENCES

680,075.

TOTAL

-----  
680,075.  
=====

## FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
ANSCHUTZ CHARITABLE LEAD ANNUITY TRUST 1727 TREMONT PLACE DENVER, CO 80202		26,791,279.
		-----
TOTAL CONTRIBUTION AMOUNTS		26,791,279.
		=====

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT- AND OTHER ALLOWANCES -----
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN NOMINAL	NONE	NONE	NONE
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	PRESIDENT NOMINAL	NONE	NONE	NONE
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VICE PRESIDENT NOMINAL	NONE	NONE	NONE
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SECRETARY/TREASURER NOMINAL	NONE	NONE	NONE
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXECUTIVE DIRECTOR FULLTIME	168,959.	NONE	NONE
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE
ELIZABETH A. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT- AND OTHER ALLOWANCES -----
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR NOMINAL	NONE	NONE	NONE
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VICE PRES NOMINAL	NONE	NONE	NONE
JUDITH A. PAISLEY 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY NOMINAL	NONE	NONE	NONE
	GRAND TOTALS	----- 228,959. =====	----- NONE =====	----- NONE =====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS  
=====

M. LAVOY ROBISON, EXECUTIVE DIRECTOR  
1727 TREMONT PLACE, DENVER, CO 80202 (303)308-8220

## FEDERAL FOOTNOTES

=====

PART XIII, LINE 2A: \$16,879 OF GRANTS TO THE BROWN FAMILY FOUNDATION MADE IN TAX YEAR 2002 WERE NOT DISTRIBUTED BY THE BROWN HUNT FAMILY FOUNDATION BY THE END OF THEIR SECOND TAX YEAR FOLLOWING RECEIPT OF THE GRANTS FROM THE ANSCHUTZ FOUNDATION. AS SUCH THE ANSCHUTZ FOUNDATION'S PRIOR YEAR (2002) QUALIFYING DISTRIBUTIONS WERE OVERSTATED AND ARE BEING CORRECTED IN THE CURRENT YEAR BY INCREASING THE 2002 UNDISTRIBUTED INCOME AMOUNT IN PART XIII FROM \$16,696,469 TO \$16,713,348.



## FEDERAL FOOTNOTES

=====

STATEMENT IN COMPLIANCE WITH REGULATION SECTION 53.4945-5(D), PART VII-B, QUESTION 5C:

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THE ANSCHUTZ FOUNDATION MAKES PERIODIC GRANTS TO THE RANDOM ACTS OF KINDNESS FOUNDATION (FEIN: 84-1528369), THE FOUNDATION FOR A BETTER LIFE (FEIN: 84-1529209), BROWN FAMILY FOUNDATION (FEIN: 46-0732753), HUNT FAMILY FOUNDATION (FEIN: 84-1537664) AND THE CHRISTIAN P. ANSCHUTZ FOUNDATION (FEIN: 20-0212397) AND CLAIMS EXEMPTION FROM THE IRC SECTION 4945 TAX. THE ANSCHUTZ FOUNDATION MAINTAINS EXPENDITURE RESPONSIBILITY FOR THE GRANTS TO THESE FIVE FOUNDATIONS. ACCOUNTING FOR THE FOUNDATIONS IS DONE BY THE SAME ACCOUNTANTS AS THE ACCOUNTING FOR THE ANSCHUTZ FOUNDATION. ALL FUNDS EXPENDED ARE EITHER APPROVED OR REVIEWED BY THE ANSCHUTZ FOUNDATION'S EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR OF THE ANSCHUTZ FOUNDATION IS PROVIDED PERIODIC FINANCIAL STATEMENTS FOR THE FOUNDATIONS.

**Substantiation of Exercise of Expenditure Responsibility**  
**The Anschutz Foundation**  
TIN: 74-2316617  
Tax Year Ended: 11/30/2004

**Form 990-PF, Part VII-B, Line 5**

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1. Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$ 2,050,000	Various	General Operating Support	\$2,050,000	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$ 295,000	Various	General Operating Support	\$ 295,000	No	Monthly	N/A
3. The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$ 25,000	6/30/2004	General Operating Support	\$ 15,650	No	Monthly	N/A

## THE ANSCHUTZ FOUNDATION

### Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose primary focus is media projects or programs that promote traditional family values and programs that assist the underprivileged. The Foundation will generally not make grants to the same organization for more than two consecutive years, and the Foundation does not make donations to individuals.

Proposal deadlines are February 1, June 1 and September 1 each year.

Applications should be sent to:

Mr. LaVoy Robison  
Executive Director  
The Anschutz Foundation  
1727 Tremont Pl.  
Denver, CO 80202  
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that the applicant send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The cover letter should contain the following items:

- Name of organization as recognized by the Internal Revenue Service.
- Address and telephone number.
- Brief history and purpose of organization.
- Copy of tax status 501(c)(3) letter from the IRS.
- Estimate of costs and amount requested of the Foundation.
- Sources of other funding. a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors.
- Plans for cooperation with other institutions or organizations.
- Signature and title of project director and chief administrator (President, Executive Director, or other).
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers.
- Include any other information you feel necessary to the proper consideration of your request.
- Financial statements, audited if available.

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<u><b>Organization Name</b></u>	<u><b>Description</b></u>	<u><b>Grant Amount</b></u>
Adoption Exchange	Project support	\$20,000
All Aboard Westcliffe	General operating support	\$1,000
Alliance for Renewal Churches	General operating support	\$8,000
America's Family	Project support	\$50,000
America's Future Foundation	General operating support	\$10,000
American Alternative Foundation, Inc.	Project support	\$10,000
American Enterprise Institute for Public Policy Research	General operating support	\$5,000
American Geological Institute Foundation	Project support	\$5,000
American Red Cross - Mile High Chapter	General operating support	\$5,000
American Society for the Prevention of Cruelty to Animals	General operating support	\$2,500
Americans for Prosperity Foundation	General operating support	\$7,500
Assistance League of Denver	Project support	\$7,000
Aurora Mental Health Center	Project support	\$10,000
Benevolent Healthcare Foundation	General operating support	\$50,000
Betty Ford Center	Project support	\$100,000
Bill of Rights Institute	General operating support	\$10,000
Blue Ribbon Coalition Inc.	General operating support	\$2,000
Boy Scouts of America - Denver Area Council	Capital campaign	\$53,000
Boy Scouts of America - National Capital Area Council	Project support	\$10,000
Boys and Girls Clubs of Metro Denver	Project support	\$2,500
Buena Vista Heritage Museum	General operating support	\$1,000
Buntport Theatre	General operating support	\$5,000
Byrne Foundation	General operating support	\$2,500
Camp Id Ra Ha Je Camp Association	Project support	\$1,000
Canine Companions for Independence, Inc.	General operating support	\$1,000
Capital Research Center	General operating support	\$10,000
CASA of Adams and Broomfield Counties	General operating support	\$10,000
Cate School	General operating support	\$8,000
Center for First Principles, Inc	General operating support	\$12,000

**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<u><b>Organization Name</b></u>	<u><b>Description</b></u>	<u><b>Grant Amount</b></u>
Center for Neurological Diseases	General operating support	\$5,000
Central City Opera House Association	General operating support	\$2,500
Chaffee County Council on the Arts	General operating support	\$1,000
Character Education Partnership, Inc.	Project support	\$50,000
Cherry Hills Community Church	General operating support	\$5,250
Cherry Hills Community Church	Project support	\$2,500
Children's Hospital Foundation	General operating support	\$5,000
Children's Museum of Denver, Inc.	Project support	\$13,000
Children's Treehouse Foundation	Project support	\$40,000
Childrens Garden Montessori Preschool	General operating support	\$2,000
Childrens Hospital Corporation (Boston)	Project support	\$25,000
Christian P. Anschutz Foundation	General operating support	\$25,000
Chrysalis Center	General operating support	\$25,000
Church of the Holy Ghost	Project support	\$5,000
Colorado Academy	Project support.	\$25,000
Colorado Children's Immunization Coalition	General operating support	\$15,000
Colorado Food Bank Association	General operating support	\$10,000
Colorado Historical Society	General operating support	\$3,000
Colorado Off-Highway Vehicle Coalition	General operating support	\$1,000
Colorado SIDS Program Inc.	General operating support	\$2,000
Colorado Symphony Association	General operating support	\$75,000
Colorado Technology Community Foundation	Project support	\$25,000
Colorado UpLIFT	General operating support	\$10,000
Colorado Youth at Risk	General operating support	\$75,000
Common Sense Media	General operating support	\$100,000
Community Foundation of New Jersey	Project support	\$150,000
Community Visual Art Association of Jackson Hole	General operating support	\$5,000
Compass Arts Film Academy	General operating support	\$7,500
CSE Freedom Works Foundation	General operating support	\$10,000
Custer County Medical Foundation	General operating support	\$2,000

**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<b><u>Organization Name</u></b>	<b><u>Description</u></b>	<b><u>Grant Amount</u></b>
Denver Art Museum Foundation	Capital grant	\$1,200,000
Denver Center for the Performing Arts	General operating support	\$10,000
Denver Cooperative Preschool	General operating support	\$1,500
Denver Earth Resources Library	General operating support.	\$1,500
Denver Foundation	Project support	\$300,000
Denver Museum of Nature & Science	Capital grant	\$250,000
Denver Police Officers Foundation	Project support	\$3,210
Denver Public Schools	Project support	\$10,000
Denver Rotary Club Foundation	Project support	\$1,000
Denver Street School	General operating support	\$20,000
Devil Pups, Inc.	General operating support	\$10,000
Dove Foundation	General operating support	\$15,000
Eisner Pediatric & Family Medical Center	Capital campaign	\$10,000
Emily Griffith Foundation Inc.	General operating support	\$15,000
Employment Policy Foundation	Project support	\$5,000
Empower.org	Project support	\$5,000
Engage Now Foundation	Project support	\$1,000
Families First	Capital campaign	\$25,000
Family Crisis Services, Inc.	General operating support	\$1,000
Family Time Foundation, Inc.	General operating support	\$5,000
Fire Works for Kids Foundation	General operating support	\$5,000
First Judicial District Bar Association Legal Assistance Program	General operating support	\$5,000
Foundation for a Better Life	General operating support	\$2,050,000
Foundation for Teaching Economics	Project support	\$5,000
Foundation for Worldwide Mercy and Sharing	Project support	\$10,000
Friends First, Inc.	General operating support	\$10,000
Friends of Beckwith Ranch Inc.	General operating support	\$1,000
Friends of the West Custer County Library District Inc.	General operating support	\$2,000
Front Range Education Media Corporation	Project support	\$14,000

**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<b><u>Organization Name</u></b>	<b><u>Description</u></b>	<b><u>Grant Amount</u></b>
Good News Communication	Project support	\$30,000
Graland School	Project support	\$11,500
Greater Kansas City Community Foundation	Project support	\$200,000
GuideStar	General operating support	\$1,000
Guiding Eyes for the Blind	General operating support	\$5,000
Hard at Work Kids (Hawks)	General operating support	\$5,000
Haven's Hope	General operating support	\$5,000
Heart of a Champion Foundation	General operating support	\$25,000
Hep C Connection	General operating support	\$5,000
Hillsdale College	General operating support	\$50,000
Horatio Alger Association of Distinguished Americans, Inc.	Project support	\$30,000
Independence Institute	General operating support	\$1,000
Independent Women's Forum	General operating support	\$10,000
International Foundation	Project support	\$1,000
Issues and Views	General operating support	\$7,500
Jason Allison Family Foundation	Project support	\$1,000
Jefferson Foundation	Project support	\$5,000
Jobs by George Foundation	General operating support	\$10,000
Junior Achievement Inc.	General operating support	\$50,000
Kansas University Endowment Association	Project support	\$500,000
Kent Denver Country Day School	General operating support	\$2,500
Kids' Pages Cares, Incorporated	General operating support	\$20,000
Lance Armstrong Foundation	Project support	\$10,500
Landmark Legal Foundation	General operating support	\$10,000
Latter Day Saints Charities	Project support	\$20,000
Leadership Institute	General operating support	\$5,000
Legal Aid Foundation of Colorado	General operating support	\$1,000
Light for Life Foundation International	General operating support	\$15,000
Los Angeles Galaxy Foundation	General operating support	\$20,000
Los Angeles Police Foundation	Project support	\$3,500

**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<b><u>Organization Name</u></b>	<b><u>Description</u></b>	<b><u>Grant Amount</u></b>
Manhattan Institute for Policy Research	General operating support	\$50,000
Meals on Wheels of Boulder	General operating support	\$5,000
Media Research Center	General operating support	\$15,000
men for the cure Foundation	Project support	\$2,500
Mental Health Corporation of Denver	General operating support	\$10,000
Mercatus Center Inc.	General operating support	\$10,000
Metropolitan State College of Denver	Project support	\$4,000
Mile High United Way	Project support	\$10,000
Milestones Project	Project support	\$10,000
Monarchs Care Foundation	Project support	\$5,000
MOPS International Inc.	General operating support	\$10,000
Morality in Media Inc.	General operating support	\$5,000
Muhammad Ali Center	Capital grant	\$10,000
National Association of Counsel for Children	General operating support	\$10,000
National Bible Association	Project support	\$5,000
National Center for Policy Analysis	General operating support	\$10,000
National Coalition for the Protection of Children & Families	Project support	\$15,000
National Disaster Search Dog Foundation	General operating support	\$15,000
National Fatherhood Initiative	General operating support	\$5,000
National Pain Foundation	Project support	\$10,000
National Prayer Committee Inc.	Project support	\$10,000
National Soccer Hall of Fame	General operating support	\$10,000
National Sports Center for the Disabled	Project support	\$5,000
Oasis for Jesus, Inc.	Capital grant	\$10,000
Open Door Ministries	General operating support	\$10,000
Our Lady of Lourdes Youth Group	Project support	\$1,000
Pacific Legal Foundation	General operating support	\$10,000
Pacific Research Institute For Public Policy	Project support	\$10,000
Parents Television Council Inc.	General operating support	\$10,000
Philanthropy Roundtable	General operating support	\$2,500



**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<u><b>Organization Name</b></u>	<u><b>Description</b></u>	<u><b>Grant Amount</b></u>
Pneumos Ministries	General operating support	\$5,000
Preston Ranch Ministries	Capital grant	\$10,000
Princeton University	Project support	\$5,000
Prison Fellowship	General operating support	\$10,000
Prison Impact Ministries	Project support	\$10,000
Project PAVE	Project support	\$2,000
Providence Network	General operating support	\$10,000
Random Acts of Kindness Foundation	General operating support	\$295,000
Rapids Community Care Foundation	Project support	\$10,000
Reach the Children	Project support	\$2,500
Religious Alliance Against Pornography	General operating support	\$10,000
Russell's Original Art Review	Project support	\$500
SafeHouse Denver, Inc.	General operating support	\$20,000
Saint John's Cathedral	General operating support	\$5,000
Salida Steamplant	General operating support	\$2,000
Salvation Army - Kansas and Western Missouri	Project support	\$10,000
Samaritan House	General operating support	\$6,000
SEI Burning Bush Fund One	General operating support	\$125,000
Sense of Security	General operating support	\$7,500
Sewall Child Development Center, Inc.	General operating support	\$10,000
Sigma Chi Foundation-White Cross	Project support	\$1,000
Southern Chaffee County Regional Library District	General operating support	\$2,000
St. Elizabeth's Elementary School	Project support	\$3,500
Step 13, Inc.	General operating support	\$25,000
Stephen S. Wise Temple	Project support	\$1,000
Susan G. Komen Foundation, Inc.	General operating support	\$500
Swallow Hill Music Association	Project support	\$5,000
Tax Foundation	General operating support	\$7,500
The Grammy Foundation	Project support	\$20,000
Trinity Forum Academy	Project support	\$15,000

**Grants Awarded**  
**December 1, 2003 through November 30, 2004**

<u><b>Organization Name</b></u>	<u><b>Description</b></u>	<u><b>Grant Amount</b></u>
Trinity United Methodist Church	General operating support	\$3,750
United for DC Inc.	General operating support	\$20,000
University Hospital Authority	Project support	\$60,418
University Hospital Authority	Capital grant	\$10,200,000
University Hospital Authority	Capital grant	\$1,200,000
University of Colorado at Denver	Project support	\$15,000
University of Colorado Foundation	Project support	\$79,515
University of Denver-GSSW-Bridge Proj.	Project support	\$10,000
Utah Symphony & Opera	General operating support	\$5,000
Vail Valley Medical Center Foundation	Project support	\$5,000
Volunteers of America	General operating support	\$10,000
Washington Legal Foundation	General operating support	\$25,000
Western States Arts Federation	Project support	\$500
Wet Mountain Valley Arts Council	General operating support	\$1,000
Wet Mountain Valley Community Foundation, Inc.	General operating support	\$10,000
Wounded Warrior Project	General operating support	\$1,000
Wyoming Stock Growers Agricultural Land Trust	General operating support	\$50,000
YMCA of Metropolitan Denver	Project support	\$20,000
Young Audiences Inc. Denver Chapter	General operating support	\$10,000
Young Life	Project support	\$35,000
Youth With a Vision	General operating support	\$25,000
		<hr/>
		\$18,909,643 <hr/>

**Return by a Shareholder of a Passive Foreign  
Investment Company or Qualified Electing Fund**

▶ See separate instructions.

OMB No 1545-1002

Attachment  
Sequence No **69**

Name of shareholder <b>The Anschutz Foundation</b>		Identifying number (see page 2 of instructions) <b>74-2316617</b>
Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions) <b>1727 Tremont Place</b>		Shareholder tax year: calendar year _____ or other tax year beginning <b>12/01/2003</b> and ending <b>11/30/2004</b>
City or town, state, and ZIP code or country <b>Denver, CO 80202</b>		
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate		
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) <b>See Attachment</b>		Employer identification number (if any)
Address (Enter number, street, city or town, and country)		Tax year of company or fund: calendar year _____ or other tax year beginning _____ and ending _____

**Part I Elections (See instructions.)**

- A** ☐ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II*
- B** ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*
- C** ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*
- D** ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*  
**Note:** If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E** ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*
- F** ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

**Part II Income From a Qualified Electing Fund (QEF).** All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

<b>1a</b> Enter your pro rata share of the ordinary earnings of the QEF . . . . .	<b>1a</b>		
<b>b</b> Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) . . .	<b>1b</b>		
<b>c</b> Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income . . . . .	<b>1c</b>		<b>0.00</b>
<b>2a</b> Enter your pro rata share of the total net capital gain of the QEF . . . . .	<b>2a</b>		
<b>b</b> Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) . . .	<b>2b</b>		
<b>c</b> Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions) . . . . .	<b>2c</b>		<b>0.00</b>
<b>3a</b> Add lines 1c and 2c . . . . .	<b>3a</b>		<b>0.00</b>
<b>b</b> Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions) . . . . .	<b>3b</b>		
<b>c</b> Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year . . . . .	<b>3c</b>		
<b>d</b> Add lines 3b and 3c . . . . .	<b>3d</b>		<b>0.00</b>
<b>e</b> Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets) . . . . .	<b>3e</b>		<b>0.00</b>
<b>Important:</b> If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.			
<b>4a</b> Enter the total tax for the tax year. (See instructions) . . . . .	<b>4a</b>		
<b>b</b> Enter the total tax for the tax year determined without regard to the amount entered on line 3e . . . . .	<b>4b</b>		
<b>c</b> Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions . . . . .	<b>4c</b>		<b>0.00</b>

For Paperwork Reduction Act Notice, see page 7 of separate instructions.

**Part III Gain or (Loss) From Mark-to-Market Election** (See page 5 of instructions.)

<b>5</b>	Enter the fair market value of your PFIC stock at the end of the tax year . . . . .	<b>5</b>	
<b>6</b>	Enter your adjusted basis in the stock at the end of the tax year . . . . .	<b>6</b>	
<b>7</b>	<b>Excess.</b> Subtract line 6 from line 5. If a gain, <b>stop here.</b> Include this amount as ordinary income on your tax return. If a loss, go to line 8 . . . . .	<b>7</b>	0.00
<b>8</b>	Enter any unreversed inclusions (as defined in section 1296(d)) See instructions. . . . .	<b>8</b>	
<b>9</b>	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return . . . .	<b>9</b>	0.00

**Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund** (See page 6 of instructions.)

Complete a separate Part IV for each excess distribution (see instructions).

<b>10a</b>	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	<b>10a</b>	
<b>b</b>	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year) . . . . .	<b>10b</b>	
<b>c</b>	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3) . . . . .	<b>10c</b>	0.00
<b>d</b>	Multiply line 10c by 125% (1 25) . . . . .	<b>10d</b>	0.00
<b>e</b>	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, <b>do not</b> complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return . . . . .	<b>10e</b>	0.00
<b>f</b>	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and <b>do not</b> complete line 11 . . . . .	<b>10f</b>	
<b>11a</b>	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year		
<b>b</b>	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years) Enter these amounts on your income tax return as other income . . . . .	<b>11b</b>	
<b>c</b>	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years) (See instructions) . . . . .	<b>11c</b>	
<b>d</b>	Foreign tax credit (See instructions.) . . . . .	<b>11d</b>	
<b>e</b>	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.) . . . . .	<b>11e</b>	0.00
<b>f</b>	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here (See instructions.) . . . . .	<b>11f</b>	

**Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections**

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
<b>1</b> Tax year of outstanding election	-----	-----	-----	-----	-----	-----
<b>2</b> Undistributed earnings to which the election relates						
<b>3</b> Deferred tax . . . . .						
<b>4</b> Interest accrued on deferred tax (line 3) as of the filing date						
<b>5</b> Event terminating election						
<b>6</b> Earnings distributed or deemed distributed during the tax year . .						
<b>7</b> Deferred tax due with this return . . . . .						
<b>8</b> Accrued interest due with this return . . . . .						
<b>9</b> Deferred tax outstanding after partial termination of election						
<b>10</b> Interest accrued after partial termination of election . . . .						

# Investor Reporting of Tax Shelter Registration Number

OMB No 1545-0881

▶ **Attach to your tax return.**

▶ **If you received this form from a partnership, S corporation, or trust, see the instructions.**

Attachment  
Sequence No **71**

Investor's name(s) shown on return

Investor's identifying number

Investor's tax year ended

**The Anschutz Foundation**

**74-2316617**

**11/30/2004**

(a) Tax Shelter Name		(b) Tax Shelter Registration Number (11-digit number)	(c) Tax Shelter Identifying Number
<b>1</b>	<b>Abry Broadcast Partners III, LP</b>	<b>97042000063</b>	<b>04-3350018</b>
<b>2</b>			
<b>3</b>			
<b>4</b>			
<b>5</b>			
<b>6</b>			
<b>7</b>			
<b>8</b>			
<b>9</b>			
<b>10</b>			

## General Instructions

Section references are to the Internal Revenue Code

### Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111

("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

**Note:** A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

### Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If you are an investor in a partnership or an S corporation, look at item G, Schedule K-1 (Form 1065), or item C, Schedule K-1 (Form 1120S). If a tax shelter registration number or the words "Applied for" appear there, then the entity is a registration-required tax shelter. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

In certain cases, a tax shelter that does not expect to reduce the cumulative tax liability of any investor during the 5-year period ending after the date the investment is first offered for sale may be considered a "projected income investment." Such a tax shelter will not have to register, and thus not have to furnish a tax shelter registration number to investors, unless and until it ceases to be a projected income investment. It is possible, therefore, that you may not be furnished a tax shelter registration number, and not have to report it, for several years after you purchase or otherwise acquire your interest in the tax shelter. If you are later furnished a tax shelter registration number because the tax shelter ceased to be a projected income investment, follow these instructions. However, you must file Form 8271 only for tax years ending on or after the date the tax shelter ceases to be a projected income investment.

**Note:** Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

### Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

## Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

## Penalty for Not Including Registration Number on Return

A \$250 penalty will be charged for each failure to include a tax shelter registration number on a return on which it is required to be included unless the failure is due to reasonable cause.

## Specific Instructions Investor's Identifying Number

Enter the social security number or employer identification number shown on the return to which this Form 8271 is attached.

## Investor's Tax Year Ended

Enter the date the tax year ended for the return to which this Form 8271 is attached.

Return by a U.S. Transferor of Property  
to a Foreign Corporation

▶ Attach to your income tax return.

OMB No. 1545-0026

Attachment  
Sequence No. 128**Part I** U.S. Transferor Information (see instructions)

Name of transferor <b>The Anschutz Foundation</b>	Identifying number (see instructions) <b>74-2316617</b>
--	--

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.

- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b Did the transferor remain in existence after the transfer? ☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership

Name of partnership	EIN of partnership

**Soros Private Equity Investors LP****52-2290461****Part II** Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <b>SPEI PO LTD</b>	4 Identifying number, if any <b>98-0408897</b>
--	---

5 Address (including country)

**Walkers SPV Ltd, Walker House, Mary Street, PO Box 908GT, George Town, Grand Cayman, Cayman Islands**

6 Country of incorporation or organization

**Cayman Islands**

7 Foreign law characterization (see instructions)

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see page 4.

Form 926 (Rev. 12-2003)

**Part III Information Regarding Transfer of Property** (see instructions)**9** Date of transfer**Various****10** Type of nonrecognition transaction (see instructions)**11** Description of property transferred.**\$366,117 Cash****12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? ☐ Yes ☒ No**14 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If yes, describe the nature of the rights to the intangible property that was transferred in the transfer.

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
33762264.		STOCK HELD BY SSB/INVESCO NAM PROPERTY TYPE: SECURITIES 34147863.				P	VARIOUS  -385,599.	VARIOUS
6,314,179.		STOCK HELD BY SSB/KAYNE ANDERSON PROPERTY TYPE: SECURITIES 4,553,318.				P	VARIOUS  1,760,861.	VARIOUS
35015137.		STOCK HELD BY SSB/LAZARD INTL PROPERTY TYPE: SECURITIES 30008585.				P	VARIOUS  5,006,552.	VARIOUS
22413546.		STOCK HELD BY SSB/LORD ABBET PROPERTY TYPE: SECURITIES 18873364.				P	VARIOUS  3,540,182.	VARIOUS
10228698.		STOCK HELD BY SSB/MONTAG & CALDWELL PROPERTY TYPE: SECURITIES 9,620,138.				P	VARIOUS  608,560.	VARIOUS
6,542,702.		STOCK HELD BY SSB/NEWGATE LLP PROPERTY TYPE: SECURITIES 6,922,215.				P	VARIOUS  -379,513.	VARIOUS
1,231,610.		STOCK HELD BY SSB/PRIVATE CAPITAL MGMT PROPERTY TYPE: SECURITIES 777,044.				P	VARIOUS  454,566.	VARIOUS
2,200,000.		STOCK HELD BY SSB PROPERTY TYPE: SECURITIES 2,197,977.				P	VARIOUS  2,023.	VARIOUS
751,513.		STOCK HELD BY SSB/SNOW CAPITAL MGMT PROPERTY TYPE: SECURITIES 873,792.				P	VARIOUS  -122,279.	VARIOUS
24200189.		BONDS HELD BY MACKAY SHIELDS PROPERTY TYPE: SECURITIES 22714962.				P	VARIOUS  1,485,227.	VARIOUS
73675345.		BONDS HELD BY METROPOLITAN WEST ASSET MA PROPERTY TYPE: SECURITIES 71091696.				P	VARIOUS  2,583,649.	VARIOUS



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
39660588.		BONDS HELD BY TCW HIGH YIELD BOND FUND PROPERTY TYPE: SECURITIES 40382492.				P	VARIOUS  -721,904.	VARIOUS
		EBONDTRADE.COM PROPERTY TYPE: SECURITIES 5,857.				P	VARIOUS  -5,857.	VARIOUS
		LONG-TERM CAP LOSS FROM PASS THROUGH ENT PROPERTY TYPE: OTHER				P	VARIOUS  -739,294.	VARIOUS
		SHORT-TERM CAP GAIN FROM PASS THROUGH EN PROPERTY TYPE: OTHER				P	VARIOUS  717.	VARIOUS
TOTAL GAIN(LOSS) .....							----- 13087891. =====	

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note:** Only complete **Part II** if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.**

Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE ANSCHUTZ FOUNDATION	74-2316617
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	1727 TREMONT PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	DENVER, CO 80202	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

**STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• If the organization does **not** have an office or place of business in the United States, check this box, ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the **whole** group, check this box ☐ If it is for **part** of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 10/17/2005
- 5 For calendar year \_\_\_\_\_, or other tax year beginning 12/01/2003 and ending 11/30/2004
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

**ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ 205,000.
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. \$ 338,492.
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ NONE

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title CPA Date 06/09/2005

**Notice to Applicant - To Be Completed by the IRS**

- ☒ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
- ☐ Other \_\_\_\_\_

By \_\_\_\_\_

Director \_\_\_\_\_

Date \_\_\_\_\_

**Alternate Mailing Address** - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

**EXTENSION APPROVED**

Type or print	Name	
	THE ANSCHUTZ CORPORATION, ATTN: GARY EIFERT	JUN 22 2005
	Number and street (include suite, room, or apt. no.) Or a P.O. box number	
	555 17TH STREET, SUITE 2400	FIELD DIRECTOR,
	City or town, province or state, and country (including postal or ZIP code)	SUBMISSION PROCESSING, OGDEN
	DENVER, CO 80202	